

**EXHIBIT E**

**MetLife 8-K**

Please see attached.

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): September 8, 2020**

**METLIFE, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)  
200 Park Avenue, New York, New York  
(Address of Principal Executive Offices)

1-15787  
(Commission  
File Number)

13-4075851  
(IRS Employer  
Identification No.)  
10166-0188  
(Zip Code)

212-578-9500  
(Registrant's Telephone Number, Including Area Code)

N/A  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01	MET	New York Stock Exchange
Floating Rate Non-Cumulative Preferred Stock, Series A, par value \$0.01	MET PRA	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a share of 5.625% Non-Cumulative Preferred Stock, Series E	MET PRE	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a share of 4.75% Non-Cumulative Preferred Stock, Series F	MET PRF	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 3.03 Material Modification to Rights of Security Holders**

On September 10, 2020, MetLife, Inc. (the “Company”) closed the public offering of an aggregate of 1,000,000 shares of its 3.850% Fixed Rate Reset Non-Cumulative Preferred Stock, Series G, par value \$0.01 per share and liquidation preference of \$1,000 per share (the “Preferred Stock”). The offering and sale of the Preferred Stock was registered under the Company’s registration statement on Form S-3 (File No. 333-234761), and a prospectus supplement related to the Preferred Stock dated September 8, 2020 (filed with the Securities and Exchange Commission pursuant to Rule 424(b)(5) under the Securities Act of 1933).

Upon issuance of the Preferred Stock by the Company on September 10, 2020, the Company’s ability to declare or pay dividends on, or purchase, redeem or otherwise acquire, shares of its common stock or any shares of the Company that rank junior to, or on parity with, the Preferred Stock became subject to certain restrictions in the event that the Company does not declare and pay (or set aside) dividends on the Preferred Stock for the last preceding dividend period. The terms of the Preferred Stock, including such restrictions, are more fully described in the Certificate of Designations for the Preferred Stock, a copy of which is attached as Exhibit 3.1 hereto and incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On September 9, 2020, the Company filed a Certificate of Designations with the Secretary of State of the State of Delaware to establish the preferences, limitations and relative rights of the Preferred Stock. The Certificate of Designations became effective upon filing, a copy of which is attached as Exhibit 3.1 hereto and incorporated herein by reference.

**Item 8.01 Other Events**

On September 8, 2020, the Company entered into (i) an Underwriting Agreement (the “Underwriting Agreement”) and (ii) a Pricing Agreement (the “Pricing Agreement”) with BNP Paribas Securities Corp., BofA Securities, Inc., Citigroup Global Markets Inc., Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named in Schedule I to the Pricing Agreement (the “Underwriters”), with respect to the offer and sale by the Company of the Preferred Stock. The Underwriting Agreement and the Pricing Agreement are being filed with this Current Report on Form 8-K as Exhibit 1.1 and Exhibit 1.2 hereto, respectively, and are incorporated herein by reference.

A copy of the opinion letter of Willkie Farr & Gallagher LLP, relating to the validity of the Preferred Stock, is attached as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits.****Exhibit****No.****Description of Exhibit**

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|------|---|
| 1.1  | <a href="#">Underwriting Agreement, dated as of September 8, 2020, among MetLife, Inc. and BNP Paribas Securities Corp., BofA Securities, Inc., Citigroup Global Markets Inc., Morgan Stanley &amp; Co. LLC and Wells Fargo Securities, LLC, as representatives of the several Underwriters named in Schedule I to the Pricing Agreement.</a> |
| 1.2  | <a href="#">Pricing Agreement, dated as of September 8, 2020, among MetLife, Inc. and BNP Paribas Securities Corp., BofA Securities, Inc., Citigroup Global Markets Inc., Morgan Stanley &amp; Co. LLC and Wells Fargo Securities, LLC, as representatives of the several Underwriters named therein.</a>                                     |
| 3.1  | <a href="#">Certificate of Designations with respect to the Preferred Stock of the Company, dated September 9, 2020.</a>  |
| 4.1  | <a href="#">Form of Preferred Stock Certificate (included as Exhibit A to Exhibit 3.1 above).</a>   |
| 5.1  | <a href="#">Opinion of Willkie Farr &amp; Gallagher LLP relating to the validity of the Preferred Stock.</a>  |
| 23.1 | <a href="#">Consent of Willkie Farr &amp; Gallagher LLP (included in Exhibit 5.1 above).</a>  |
| 101  | Pursuant to Rule 406 of Regulation S-T, the cover page is formatted in Inline XBRL (Inline eXtensible Business Reporting Language).   |
| 104  | Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101).  |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

METLIFE, INC.

Date: September 10, 2020

By: /s/ Tamara L. Schock

Name: Tamara L. Schock

Title: Executive Vice President and Chief Accounting Officer